

Exhibit 1

List of Ordinary Course Professionals

<u>NAME OF PROFESSIONAL</u>	<u>ADDRESS OF PROFESSIONAL</u>	<u>DESCRIPTION OF SERVICES TO BE RENDERED</u>
A.S.K. Services, Inc.	42180 Ford Rd., Ste. 101 Canton, MI 48187	Legal Services
Adams & Adams	PO Box 1014 Pretoria 0001 South Africa	Legal Services*
Adelson Testan Bruno	100 Ocean Gate, Ste. 830 Long Beach, CA 90802	Legal Services
American Appraisal Associates	411 E. Wisconsin Ave., Ste. 1900 Milwaukee, WI 53201	Tax Consultancy Services
Anne Murphy Patent Services	PO Box 2128 Eads St. Arlington, VA 22202	Legal Services
Antonelli Terry Stout & Krause, LLP	1300 N. 17th St., Ste. 1800 Arlington, VA 22209	Legal Services
Arent, Fox, Kintner, Plotkin & Kahn	1050 Connecticut Ave. N.W. Washington, DC 20036-5339	Legal Services
Asset Management Resources, Inc.	26211 Central Park Blvd. Southfield, MI 48076	Tax Consultancy Services
Association of Business Advocating Tariff Equity (A.B.A.T.E.)	PO Box 67000 Detroit, MI 48267-0409	Legal Services

<u>NAME OF PROFESSIONAL</u>	<u>ADDRESS OF PROFESSIONAL</u>	<u>DESCRIPTION OF SERVICES TO BE RENDERED</u>
Baker & Daniels	300 N. Meridian St., Ste. 2700 Indianapolis, IN 46204-1782	Legal Services
Baker & McKenzie LLP	660 Hansen Way Palo Alto, CA 94304 805 3rd Ave. New York, NY 10022 815 Connecticut Ave. N.W. Washington, DC 20006-4078 701 Brickell Ave., Ste. 1600 Barnett Tower Miami, FL 33131-2827 PO Box 10220 El Paso, TX 79995 One Prudential Plaza 130 E. Randolph Dr. Chicago, IL 60601-6384 32 Avenue Kleber BP 2112 75771 Paris Cedex 16 France	Legal Services *
Baker Botts LLP	1299 Pennsylvania Ave. N.W. Washington, DC 20004-2400 1600 San Jacinto Ctr. 98 San Jacinto Blvd. Austin, TX 78701 PO Box 201626 Houston, TX 77216-1626	Legal Services
Balch & Bingham LLP	PO Box 306 Birmingham, AL 35201	Legal Services
Banner & Witcoff, Ltd	10 S. Wacker Dr., Ste. 3000 Chicago, IL 60606	Legal Services
Barnes & Thornburg	1313 Merchant Bank Bldg. 11 S. Meridan St. Indianapolis, IN 46204	Legal Services
Barnett Associates, Inc.	61 Hilton Ave. Garden City, NY 11530	Tax Consultancy Services
Bell Anderson & Sanders LLC	496 Broadway Laguna Beach, CA 92651	Legal Services

* Certain of the services indicated by an asterisk (*) are, to some extent, provided by a non-U.S. professional and/or performed outside of the United States. The Debtors nevertheless submit that such services provide a direct benefit to the Debtors' estates.

<u>NAME OF PROFESSIONAL</u>	<u>ADDRESS OF PROFESSIONAL</u>	<u>DESCRIPTION OF SERVICES TO BE RENDERED</u>
Berger & Berger	555 International Dr., Ste. 800 Buffalo, NY 14221	Legal Services
Beusse, Brownlee, Wolter, Mora & Maire, P.A.	390 N. Orange Ave. Ste. 2500 Orlando, FL 32801	Legal Services
Bliss McGlynn P.C.	2075 W. Big Beaver Rd., Ste. 600 Troy, MI 48084-3443	Legal Services
BNP Paribas Securities Corp.	787 7th Ave. New York, NY 10019	Investment Banking Services
Booth Udall, PLC	1423 S. Higley Rd., Ste. 110 Mesa, AZ 85206	Legal Services
Bowman and Brooke LLP	50 W. Big Beaver Rd., Ste. 600 Troy, MI 48084 150 S. 5th St., Ste. 2600 Minneapolis, MN 55402 160 W. Santa Clara St., Ste. 1150 San Jose, CA 95113-1700 PO Box 1414 NCB 13 Minneapolis, MN 55480-1414 Riverfront Plaza West Tower 901 E. Byrd St., Ste. 1500 Richmond, VA 23219-4027	Legal Services
Braun Kendrick Finkbeiner PLC	Second National Bank Bldg. 101 Fashion Sq. Blvd. Saginaw, MI 48603	Legal Services
Brown & James, P.C.	Richland Executive Plaza 525 West Main, Ste. 200 Belleville, IL	Legal Services
BSI America Inc	12110 Sunset Hills Road, Ste. 140 Reston, VA 20190-3231 13910 Collections Center Dr. Chicago, IL 60693	Auditing Services
BSI Management Systems	12110 Sunset Hills Rd., Ste. 140 Reston, VA 20190-3231 13910 Collections Center Dr. Chicago, IL 60693	Auditing Services
Bugbee & Conkle	National City Bank Bldg. 405 Madison, Ste. 1300 Toledo, OH 43604-1238	Legal Services
Butzel, Long	150 W. Jefferson Ave., Ste. 900 Detroit, MI 48226-4430	Legal Services
C&S Patent and Law Office	KPO Box 103 Seoul 110 601 Republic of Korea	Legal Services*

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Cabinet Michel Poupon	3 Rue Ferdinand Brunot 88026 Epinal Cedex France	Legal Services*
Cadena Law Firm, P.C.	1017 Montana Ave. El Paso, TX 79902-5411	Legal Services
Cadwalader Wickersham & Taft LLP	1201 F St. N.W. Washington, DC 20004 PO Box 5929 New York, NY 10087-5929	Legal Services
Cantor Colburn LLP	55 Griffin Rd. S. Bloomfield, CT 06002	Legal Services
Cardinal Law Group	1603 Orrington Ave., Ste. 2000 Evanston, IL 60201	Legal Services
Cattel, Tuyn & Rudzewicz, PLLC	Governors Place 33 Bloomfield Hills Pkwy, Ste. 120 Bloomfield Hills, MI 48304-2945	Legal Services
Charles K. Veenstra	631 Windsor Run Bloomfield Hills, MI 48304	Legal Services
Cherry, Edson and Kelly	175 Fulton Ave. Hempstead, NY 11550	Legal Services
Chester Willcox & Saxbe LLP	65 E. State St. Ste. 1000 Columbus, OH 43215	Legal Services
Chevez Abogados, S.C.	Bosque de Ciruelos 168, 6° Piso Bosques de las Lomas 11700 Mexico, D.F. Mexico	Legal Services*
China Patent Agent (H.K.) Ltd.	China Patent Agent HK Ltd 23 Harbour Rd. Wanchai Hong Kong Hong Kong China Patent Agent (HK) Ltd Bank of China Harbour Rd. Hong Kong Hong Kong	Legal Services*
Christie, Parker & Hale, LLP	350 W. Colorado Blvd., Ste. 500 Pasadena, CA 91109	Legal Services
Ciara Systems, Inc.	13112 Ludlow Huntington Woods, MI	Legal Services
Clark Consulting	101 Constitution Ave. N.W. Washington, D.C. 20001	Legal Services
Clark Hill P.L.C.	500 Woodard Ave., Ste. 3500 Detroit, MI 48226-3435 1600 First Federal Bldg. 1001 Woodward Ave. Detroit, MI 48226	Legal Services
Clark, Thomas & Winters, PC	PO Box 1148 Austin, TX 78767	Legal Services

<u>NAME OF PROFESSIONAL</u>	<u>ADDRESS OF PROFESSIONAL</u>	<u>DESCRIPTION OF SERVICES TO BE RENDERED</u>
Consortium Industriel	Commercial & Maritime 19, Boulevard Imam Ali Kenitra, Morocco	Legal Services*
Coolidge Wall Womsley & Lombard Co. LPA	33 W. 1st St., Ste. 600 Dayton, OH 45402-1289	Legal Services
Couch White, LLP	540 Broadway Albany, NY 12201-2222	Legal Services
Covington & Burling LLP	1330 Ave. of the Americas New York, NY 10019 1201 Pennsylvania Ave. PO Box 7566 Washington, DC 20044	Legal Services
Cramer & Laws	Hubertusstrasse 15 D-59929 Brilon, Germany	Legal Services*
Crew, Buchanan & Lowe	2580 Kettering Tower Dayton, OH 45423-2580	Legal Services
Crowell & Moring LLP	3 Park Plaza Irvine, California 92614	Legal Services
Crowley Stringer & Fenske LLP	456 Montgomery Street, 17th Fl. San Francisco, CA 94104	Legal Services
Customs Network Ltd.	36 Park Rd. Benfleet Essex SS7 3PP United Kingdom	Legal Services*
Dechert LLP	30 Rockefeller Plaza New York, NY 10112	Legal Services
DePenning & DePenning	10 Government Place East Kolkata 700 069 India	Legal Services*
Det Norske Veritas	16340 Park Ten Place, Ste. 100 Houston, TX 77084 3 Cathedral Street Palace House London SE1 9DE United Kingdom CO Banque Nationale de Paris 77 Blvd. Richelieu 92500 Rueil Malmaison France 64 Avenue D Haifa Hermes Park Bt A Marseille 13008 France	Auditing Services
Dewitt Ross & Stevens	Capitol Square Office 2 E. Mifflin St., Ste. 600 Madison, WI 53703-2865	Legal Services

<u>NAME OF PROFESSIONAL</u>	<u>ADDRESS OF PROFESSIONAL</u>	<u>DESCRIPTION OF SERVICES TO BE RENDERED</u>
Dickinson Wright P.L.L.C.	500 Woodward Ave., Ste. 4000 Detroit, MI 48226-3425	Legal Services
Dierker & Associates, PC	3331 W. Big Beaver Rd., Ste. 109 Troy, MI 48084-2813	Legal Services
Drew & Napier	20 Raffles Place #17-00 Ocean Towers Singapore 048620 Singapore	Tax Consultancy Services*
Drew, Eckl & Farnham, LLP	Drew Eckl & Farnham LLP 880 W. Peachtree St. N.W. Atlanta, GA 30357	Legal Services
Drinker Biddle & Reath LLP	1 Logan Square 18th & Cherry Streets Philadelphia, PA 19103-6996	Legal Services
Due, Doyle, Fanning, Ewing & Metzger, LLP	55 Monument Circle 900 Circle Tower Bldg. Indianapolis, IN 46204	Legal Services
Dykema Gossett P.L.L.C.	400 Renaissance Ctr. PO Box 79001, Drawer 1787 Detroit, MI 48243 55 East Monroe Street Chicago, IL 60603	Legal Services
Eldridge Cooper Steichen & Leach, PLLC	110 W. 7th St., Ste. 200 Tulsa, OK 74119	Legal Services
Equis Corporation ¹	161 North Clark St., Ste. 2400 Chicago, IL 60601	Real Estate Brokerage Services
Ernst & Young LLP	101 W. Big Beaver Rd., Ste. 1200 Troy, MI 48084	Advisory Services - Sarbanes-Oxley Compliance
Evans, Pletkoic & Rhodes, P.C.	26125 Woodward Ave. Huntington Woods, MI 48070	Legal Services
Eyster, Key, Tubb, Weaver & Roth	402 E. Moulton St. S.D. Decatur, AL 35601 PO Box 1607 Decatur, AL 35602-1607	Legal Services
Falkowski PLLC	PO Box 650 Novi, MI 48376-0650	Legal Services
Foley & Lardner LLP	500 Woodward, Ste. 2700 Detroit, MI 48226-3489	Legal Services
Ford, Howard & Cornett, P.C.	PO Box 388 Gadsden, AL 35902-0388	Legal Services

¹ As of the Petition Date the Debtors' retained Equis Corporation ("Equis") as their real estate broker. Pursuant to its current retention, Equis is obligated to continue to act in such capacity through November 2005. The Debtors have sought to retain Jones Lang LaSalle Americas Inc. ("Jones Lang LaSalle") to perform this function as of December 2005. The Debtors do not intend for Equis to perform the services set forth herein after November 2005 or for Jones Lang LaSalle to commence performance of the services set forth herein before December 2005. Accordingly, the Debtors do not anticipate that there will be any overlap in the services to be provided by each of Equis and Jones Lang LaSalle.

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Foster, Swift, Collins & Smith, P.C.	313 S. Washington Sq. Lansing, MI 48933	Legal Services
Fulbright & Jaworski LLP	666 5th Ave. New York, NY 10103	Legal Services
Gable & Gotwals Law Firm	1100 Oneok Plaza 100 W. 5th St., Ste. 100 Tulsa, OK 74103-4217	Legal Services
Genzink Appraisal Company	2120 44th St. S.E. No. 301 Grand Rapids, MI 49508	Legal Services
Gielowski and Steiner, LLP	135 Delaware Avenue, Ste. 405 Buffalo, NY 14202	Legal Services
Global Quality Institute	37 Marotta Ave. Brampton, ON L6X 4W9 Canada	Auditing Services
Goldberg Segalla LLP	665 Main St., Ste. 400 Buffalo, NY 14203	Legal Services
Gowling Lafleur Henderson LLP	Box 466, Station D Ottawa, ON K1P 1C3 Canada 160 Elgin St., Ste. 2600 Ottawa, ON K1P 1C3 Canada	Legal Services*
Gresk & Singleton	950 S. Meridian St., #410 Indianapolis, IN 46225	Legal Services
Groves Decker PC	2413 S. Linden Rd. Flint, MI 48532	Legal Services
Gwinn & Roby	4100 Renaissance Twr. 1201 Elm St. Dallas, TX 75270	Legal Services
Hack, Piro, O'Day, Merklinger, Wallace & McKenna, P.A.	30 Columbia Tkp. Florham Park, NJ 07932	Legal Services
Hamberger & Weiss	1725 Statler Towers 107 Delaware Ave. Buffalo, NY 14202	Legal Services
Harlan and Harlan	1360 S. 5th St. St.. Charles, MO 63301	Legal Services
Harris Beach LLP	99 Garnsey Rd. Pittsford, NY	Legal Services
Hartman & Hartman P.C.	15 N. Franklin, Ste. 250 Valparaiso, IN 48383 552 E. 700 N. Valparaiso, IN 46383	Legal Services

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Heller Ehrman White & McAuliffe	120 W. 45th St., 21st Fl. New York, NY 10036-4041 PO Box 60000 San Francisco, CA 94160-3536 7 Times Square New York, NY 10036	Legal Services
Hewitt & Associates	101 W. Big Beaver Rd., Ste. 300 Troy, MI 48084 PO Box 95135 Chicago, IL 60694-5135 100 Half Day Rd. Lincolnshire, IL 60069 PO Box 95135 Chicago, IL 60694-5135	Auditing Services
Hogan & Hartson, LLP	555 13th St. N.W. Washington, D.C. 2004	Legal Services*
Holloway, Dobson, Bachman	211 N. Robinson, Ste. 900 Oklahoma City, OK 73102	Legal Services
Honigman Miller Schwartz and Cohn	2290 First National Bldg. 660 Woodward Ave. Detroit, MI 48226 222 N. Washington Sq., Ste. 400 Lansing, MI 48933-1800	Legal Services
Horwood, Marcus & Berk Chartered	180 N. Lasalle St. Chicago, IL 60601	Tax Consultancy Services
Howard & Howard Attorneys, P.C.	Pinehurst Office Ctr., Ste. 101 39400 Woodward Ave. Bloomfield Hills, MI 48304-5151 1400 N. Woodward Ave. Bloomfield Hills, MI 48304-2856	Legal Services
Hudson, Potts & Bernstein	130 Desiard St. Monroe, LA 71210-3008	Legal Services
Huron Consulting Services LLC	550 W. Van Buren St. Chicago, IL 60607	Financial Advisory Services
Ice Miller	1 American Sq., #82001 Indianapolis, IN 46282	Legal Services
INDIEC Indiana Industrial Energy Consumers, Inc.	1700 1 American Sq. Box 82053 Indianapolis, IN 46282-0003	Legal Services
Ivins, Phillips & Barker Chartered	1700 Pennsylvania Ave., N.W. Washington, D.C. 20006	Legal Services
J. Gordon Lewis dba J. Gordon Lewis, PLLC	441 N. Evansdale Dr. Bloomfield Hills, MI 48304	Legal Services

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J.M. Robertson Intellectual Property Services LLC	233 S. Pine St. Spartanburg, SC 29302	Legal Services
Jaekle Fleischmann & Mugel, LLP	190 Linden Oaks Rochester, NY 14625-2812 Fleet Bank Bldg. 12 Fountain Plaza Buffalo, NY 14202-2292	Legal Services
Jaffe Raitt Heuer & Weiss P.C.	27777 Franklin Rd., Ste. 2500 Southfield, MI 48034	Legal Services
Jefferson Wells	4000 Town Ctr., Ste. 725 Southfield, MI 48075	Auditing Services
John A. Artz P.C.	28333 Telegraph Rd., Ste. 250 Southfield, MI 48034	Legal Services
Johnston Barton Proctor & Powell LLP	1901 6th Ave. N., Ste. 2900 Birmingham, AL 35203	Legal Services
Jones Day	901 Lakeside Ave. Cleveland, OH 44114	Legal Services
Jones Lang LaSalle Americas Inc	200 E. Randolph Dr., Ste. 4300 Chicago, IL 60601	Real Estate Brokerage Services
Keating, Muething & Klekamp, P.L.L.	1400 Provident Twr. 1 E. 4th St. Cincinnati, OH 45202	Legal Services
Keefe and Associates	24405 Gratiot Ave. Eastpointe, MI 48021	Legal Services
Kenneth Mason	The Book Barn Westbourne Hampshire, PO10 8RS United Kingdom	Legal Services*
Kevin P. Weldon	5935 Westchester St. Alexandria, VA 22310-1134	Legal Services
Kim & Chang	Seyang Bldg. 223 Naeja Dong Chongro Du Seoul 110 Republic of Korea Seyang Bldg. 223 Naeja Dong Chongro Ku Seoul Republic of Korea Seyang Bldg. 223 Naeja-Dong, Jongno-Gu Seoul Republic of Korea	Legal Services*
Kirton & McConkie	60 E. S. Temple No. 1800 Salt Lake City, UT 84145-0120	Legal Services
Kronish Lieb Weiner & Hellman LLP	1114 Ave. of the Americas, Ste. 4600 New York, NY 10036	Legal Services

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L.C. Begin & Associates, PLLC	510 Highland Ave. PMB 403 Milford, MI 48381-1586	Legal Services
Lamothe & Hamilton, APLC	601 Poydras St., Ste. #2750 New Orleans, LA 70130	Legal Services
Lathrop & Gage	2345 Grand Blvd., Ste. 2800 Kansas City, MO 64108-2612	Legal Services
Lavin O'Neil Ricci Cedrone & DiSipio	Suite 500 190 N. Independence Mall W. Philadelphia, PA 19106 8000 Midlantic Dr., Ste. 201 S. Mount Laurel, NJ 08054 780 3rd Ave. New York, NY 10017	Legal Services
Law Office of Robert E. Wilyard	600 W. Santa Ana Blvd., #101 Santa Ana, CA 92701	Legal Services
Law Offices of Albert M. Gutierrez, P.C.	111 Soledad, Suite 1310 San Antonio, TX 78205	Legal Services
Law Offices of Brian C. Pauls	919 S. Harrison St., Ste. 320 Fort Wayne, IN 46802	Legal Services
Leger Robic Richard, L.L.P.	Centre CDP Capital 1001 Victoria Sq. Bloc E. 8th Fl. Montreal, PQ H2Z 2B7 Canada	Legal Services*
Lenox, Socey, Wilgus, Formidoni, Brown, Giordano & Casey	3131 Princeton Pike - 1B Trenton, NJ 08648	Legal Services
Letson, Griffith, Woodall, Lavelle & Rosenberg	155 S. Park Ave. Warren, OH 44482 PO Box 151 Warren, OH 44482-0151	Legal Services
Levasseur & Levasseur	28105 Greenfield Rd., Ste. 120 Southfield, MI 48076	Legal Services
Lewis & Kappes, P.C.	c/o Jon P Wickes, Jr. PO Box 82053 1700 One American Sq. Indianapolis, IN 46282	Legal Services
Lippert, Humphreys, Campbell, Dust & Humphreys, P.C.	Ste. 410 Plaza N. 4800 Fashion Sq. Blvd. Saginaw, MI 48604	Legal Services
Locke Reynolds LLP	201 N. Illinois St., Ste. 1000 PO Box 44961 Indianapolis, IN 46244-0961	Legal Services
Locker & Lee	6600 E. Campus Circle Dr., Ste. 310 Irving, TX 75063	Legal Services
Manitz, Finsterwald & Partner	Postfach 31 02 20 80102 Munchen Germany	Legal Services*

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Maria Luisa Flores Garciadiego	Avenida Universidad 2014 Edificio Paraguay, Ground Fl. #4 Colonia Romero de Terreros C.P. 04310, Delegacion Coyoacan Mexico, D.F. Mexico	Legal Services*
Mark A. Navarre	200 S. Main St. Room B-1 PO Box 537 Urbana, OH 43078	Legal Services
Marshall, Gerstein & Borun	6300 Sears Twr. 233 S. Wacker Dr. Chicago, IL 60606	Legal Services
Martin Brown & Sullivan Ltd.	321 S. Plymouth Ct, 10th Fl. Chicago, IL 60604	Legal Services
Marylou J. Lavoie	1 Banks Rd. Simsbury, CT 06070	Legal Services
Mayer, Brown, Rowe & Maw LLP	1909 K Street, N.W. Washington, D.C. 20006-1101	Legal Services
McCarter & English	Mellon Bank Ctr., Ste. 700 1735 Market St. Philadelphia, PA 19103-75	Tax Consultancy Services
McCarthy Tetrault LLP	Suite 4700 Toronto Dominion Bank Twr., Box 48 Toronto, ON M5K 1E6 Canada	Legal Services*
McCarthy, Lebit, Crystal & Liffman Co., L.P.A.	1800 Midland Building 101 W. Prospect Ave. Cleveland, OH 44115-1088	Legal Services
McDermott Will & Emery LLP	28 State St. Boston, MA 02109	Legal Services
McElroy, Deutsch, Mulvaney and Carpenter, LLC	100 Mulberry St. Newark, NJ 07102	Legal Services
McGann, Bartlett and Brown	111 Founders Plaza, Ste. 1201 East Hartford, CT 06108	Legal Services
McGlynn & Luther	500 N. Broadway, Ste. 1515 Saint Louis, MO 63102	Legal Services
McKenna Long & Aldridge LLP	1900 K St. N.W. Washington, D.C. 20006	Legal Services
McNees Wallace & Nurick LLC	P O Box 1166 100 Pine St. Harrisburg, PA 17108-1166	Legal Services
Michael D. Schloff, PLLC	6905 Telegraph Rd., Ste. 215 Bloomfield Hills, MI 48301	Legal Services
Micheal, Best and Fredrick LLP	100 E. Wisconsin Ave., S300 Milwaukee, WI 53202	Legal Services
Miller Canfield Paddock & Stone, PLC	150 W. Jefferson, Ste. 2500 Detroit, MI 48226-4415 PO Drawer 64348 Detroit, MI 48264-0348	Legal Services
Mintz, Levin, Cohn, Ferris, Glovsky & Popeo, PC	1 Financial Ctr. Boston, MA 02111	Legal Services

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Moffatt Thomas Barrett Rock & Fields - Chartered	101 South Capitol Blvd., 10th Fl. Boise, Iowa 83702	Legal Services
Momsen, Leonardos & Cia	Rua Teofilo Otoni 63 10 Andar Centro Rio de Janeiro RJ 20090-080 Brazil	Legal Services*
Moore Hansen & Sumner	225 S. 6th St., Ste. 4850 Minneapolis, MN 55402	Legal Services
Mounce, Green, Myers, Safi & Galatzan	100 N. Stanton, Ste. 1700 El Paso, TX 79901-1448	Legal Services
Naciri & Associates Gide Loyrette Nouel	52, Boulevard Zerkouni Espace Erreda 5eme etage 20000 Casablanca, Morocco	Legal Services*
Neal Gerber & Eisenberg, LLP	2 N. Lasalle St. Chicago, IL 60602	Legal Services
O'Brien & Bails	141 E. Michigan St., Ste. 601 Kalamazoo, MI 49007-3943	Legal Services
Ogne, Alberts & Stuart, P.C.	1869 E. Maple Rd. Troy, MI 48083	Legal Services
Okabe	602 Fuji Bldg. 2 3 Marunouchi 3 Chome Chiyoda Ku Tokyo 100 0005 Japan	Legal Services*
Parker and Irwin	348 W. Hospitality Lane San Bernadino, CA 92408	Legal Services
Paul E. Riegel, Esq.	2525 N. 124th St. Brookfield, WI 53005	Legal Services
Paul, Hastings, Janofsky & Walker LLP	515 S. Flower St., 24th Fl. Los Angeles, CA 90071 600 Peachtree St. N.E., Ste. 2400 Atlanta, GA 30308	Legal Services
Pedersen, Keenan, King, Wachsberg & Andrzejak, P.C.	4057 Pioneer Dr., Ste. 300 Commerce Township, MI 48390-1363	Legal Services
Pelaez Alonso, S.C.	Colonia del Valle C.P. 03100, Delegacion Benito Juarez Mexico, D.F. Mexico	Legal Services*
Pepper Hamilton LLP	1201 Market St., Ste. 1600 Wilmington, DE 19801	Legal Services
Phelps Dunbar LLP	Canal Place 365 Canal St. 2000 New Orleans, LA 70130-6534 111 East Capitol, Ste. 600 Jackson, MS 39225-3066 PO Box 23066 Jackson, MS 39255-3066	Legal Services

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Phifer & White, P.C.	L.B. Kind Building, Ste. 500 1274 Library St. Detroit, MI 48246	Legal Services
Phillips Ormonde and Fitzpatrick	367 Collins St. Melbourne 3000 Australia PO Box 323 Collins St. W. 8007 Melbourne Australia	Legal Services*
Pillsbury Winthrop Shaw Pittman LLP	2 Houston Ctr. 909 Fannin, 22nd Fl. Houston, TX 77010 PO Box 60000 San Francisco, CA 94160-2391	Legal Services
Pinheiro Neto Advogados	Rua Boa Vista 254 9 01014-901 Sao Paulo Brazil SCS-Quadra 1 Bloco I 6 Andar Cep 70304 900 Brasilia DF Brazil	Legal Services*
Plews Shadley Racher & Braun	1346 N. Delaware St. Indianapolis, IN 46202	Legal Services
Plunkett & Cooney, P.C.	38505 Woodward, Ste. 2000 Bloomfield Hills, MI 48304 900 Marquette Bldg. 243 W. Congress, Ste. 800 Detroit, MI 48226-3260 1695 Woodward Ave., Ste. 210 Bloomfield Hills, MI 48013	Legal Services
Porterfield, Harper & Mills, P.A.	22 Inverness Center Pkwy, Ste. 600 Birmingham, AL 35242 PO Box 530790 Birmingham, AL 35253-0790	Legal Services
Price, Heneveld, Cooper, DeWitt & Litton	695 Kenmore Ave. S.E. PO Box 2567 Grand Rapids, MI 49501-2567	Legal Services

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PriceWaterhouseCoopers	<p>1301 K Street N.W. Suite 800W Washington, DC 20005</p> <p>200 E. Randolph Dr. Chicago, IL 60601-6401</p> <p>400 Campus Dr. Florham Park, NJ 07932</p> <p>BP Tower 27th Fl. 200 Public Sq. Cleveland, OH 44114-2301</p> <p>1900 K St. N.W., Ste. 900 Washington, DC 20006</p> <p>PO Box 65640 Charlotte, NC 28265-0640</p> <p>PO Box 75647 Chicago, IL 60675</p> <p>9399 W. Higgins Rd., Ste. 1100 Rosemont, IL 60018</p> <p>Marino Escobedo 573 Col. Rincon Del Bosque Mexico DF 11580 Mexico</p> <p>AV Tecnologico 100 Piso 6 76030 Queretaro Qro Mexico</p> <p>North American Center 5700 Yonge St., Ste. 1900 North York, ON M2M 4K7 Canada</p> <p>202 Hi Bin Road Shanghai 200021 China</p>	<p>Legal Services</p> <p>Legal Services*</p> <p>Legal Services*</p> <p>Legal Services*</p> <p>Legal Services*</p>
Quan, Burdette & Perez, P.C.	5177 Richmond Ave., Ste. 800 Houston, TX 77056	Legal Services
Quattlebaum, Grooms, Tull & Burrow PLLC	111 Center St., Ste. 1900 Little Rock, AR 72201	Legal Services
Quinn Emanuel Urquhart Oliver & Hedges LLP	865 S. Figueroa St., 10th Fl. Los Angeles, CA 90017-2543	Legal Services

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Rader Fishman & Grauer	39533 Woodward Ave., Ste. 140 Bloomfield Hills, MI 48304-6756 Reliable Parkway Chicago, IL 60686	Legal Services
Ralph L. Hensler	1623 3rd Ave. 20G New York, NY 10128	Legal Services
Reising, Ethington, Barnes Kisselle, P.C.	201 W. Big Beaver Ste. 400 Troy, MI 48084	Legal Services
Richards Spears Kibbe & Orbe LLP	One World Financial Ctr. New York, NY 10281-1003	Legal Services
Robert M. Morgan	Ste. 1125 Ford Bldg. 615 Griswold Detroit, MI 48226	Legal Services
Robin, Carmack and Gonia, LLP	14771 Plaza Dr., Ste. D Tustin, CA 92780	Legal Services
Roetzel and Andress	222 S. Main St. Akron, OH 43308	Legal Services
Rogitz & Associates	750 B St., Ste. 3120 Symphony Twr. San Diego, CA 92101	Legal Services
Rumberger Kirk & Caldwell P.A.	300 S. Orange Ave. Lincoln Plaza, Ste. 1400 Orlando, FL	Legal Services
Russell & Stoychoff	2855 Coolidge Hwy, #218 Troy, MI 48084	Legal Services
Sager and Savage	5152 Katella Ave., Ste. 104 Los Alamitos, CA 90720	Legal Services
Scheuer Mackin & Breslin LLC	11025 Reed Hartman Highway Cincinnati, OH 45242	Legal Services
Schmeiser, Olson & Watts	18 E. University Dr., Ste. 101 Mesa, AZ 85201 3 Lear Jet Lane, Ste. 201 Latham, NY 12110 125 High Rock Ave. Saratoga Springs, NY 12866	Legal Services
Secrest, Wardle, Lynch, Hampton, Turex and Morley P.C.	30903 Northwestern Hwy. Farmington Hills, MI 48334 PO Box 634213 Cincinnati, OH 45263-4213	Legal Services
Segar and Sciortino	400 Meridian Ctr., Ste. 320 Rochester, NY 14618	Legal Services
Sidley Austin Brown & Wood LLP	Square de Meeus 35 B-1000 Brussels, Belgium	Legal Services*
Slage, Bernard & Gorman, P.C.	600 Plaza W. Bldg. 4600 Madison Ave., Ste. 600 Kansas City, MO	Legal Services

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Smiley-Smith & Bright CPAs, LLC	4250 Lomac St. Montgomery, AL 36106	Legal Services
Smith, Gambrell & Russell, L.L.P.	1850 M Street N.E., Ste. 800 Washington, DC 20036 1230 Peachtree St. N.E., Ste. 3100 Atlanta, GA 30309-3592	Legal Services
Smith, Spires & Peddy, P.C	2015 2nd Ave. N. Birmingham, AL	Legal Services
Snell & Wilmer LLP	One Arizona Ctr. 400 E. Van Buren, 10th Fl. Phoenix, AZ 85004-0001 1500 Citibank Twr. 1 S. Church Ave. Tucson, AZ 85701-1612	Legal Services
Sonnenschein Nath & Rosenthal LLP	1301 K Street, N.W. Ste. 600, E. Twr. Washington, DC 20005 233 S. Wacker Dr. Ste. 8000 Chicago, IL 60606-6404	Legal Services
Squire, Sanders & Dempsey, L.L.P. - DC	1201 Pennsylvania Ave. N.W. 5th PO Box 407 Washington, DC 20004-0407 1300 Huntington Ctr. 41 S. High St. Columbus, OH 43215 PO Box 643051 Cincinnati, OH 45264-3051	Legal Services
Stockwell, Harris, Widom and Woolv	3580 Wilshire Blvd., #1900 Los Angeles, CA 90010	Legal Services
Suri & Company	Flat No. 12 Golf Apartments Sujan Singh Park Maharishi Raman New Delhi 110003, India	Legal Services*
Swift Currie McGhee & Hiers, LLP	1355 Peachtree St. N.E., Ste. 300 Atlanta, GA 30309	Legal Services
Thompson & Knight LLP	1700 Pacific Ave., Ste. 3300 Dallas, TX 75201	Legal Services
Thompson, Hine & Flory, LLP	2000 Courthouse Plaza N.E. PO Box 8801 Dayton, OH 45401-8801	Legal Services
Tsar and Tsai	8th Fl. 245 Dunhua S. Rd. Sec 1 Taipei 106 ROC Taiwan, Province of China	Legal Services*
Turner Reid Duncan Loomer & Patton P.C.	1355 E. Bradford Pkwy, Ste. A Springfield, MO 65804	Legal Services

<u>NAME OF PROFESSIONAL</u>	<u>ADDRESS OF PROFESSIONAL</u>	<u>DESCRIPTION OF SERVICES TO BE RENDERED</u>
UHY Mann Frankfort Stein & Lipp Advisors, Inc.	12 Greenway Plaza, 8th Fl. Houston, TX 77046-1291	Legal Services
Vereenigde	PO Box 87930 2508 DH Den Haag Netherlands	Legal Services*
Vicky Farah Law Offices	201 E. Liberty St. Ann Arbor, MI 48104	Legal Services
von Kreisler Selting Werner	PO Box 102241 D-50462 Koln Germany	Legal Services*
Vorys, Sater, Seymour & Pease LLP	52 E. Gay St. P.O. Box 1008 Columbus, OH 43216-1008	Legal Services
Ward Norris Heller & Reidy, LLP	300 State St. Rochester, NY 14614	Legal Services
Washington Patent Services, Inc.	The Office Complex of Pasadena 933 Oleander Way S., Ste. 3 South Pasadena, FL 33707	Legal Services
Wax Law Group	2118 Wilshire Blvd., Ste. 407 Santa Monica, CA 90403	Legal Services
Webb Law Firm	436 7th Ave., Ste. 700 Pittsburgh, PA 15219-1645	Legal Services
Webb Ziesenheim Logsdon Orkin & Hanson, P.C.	700 Kopper Bldg. 436 7th Ave., Ste. 700 Pittsburgh, PA 15219-1645	Legal Services
Wells, Anderson & Race, LLC	1700 Broadway, Ste. 1020 Denver, CO 80290	Legal Services
Wesley D. Pack Jr.	201 Donna Mae Lane Leonard, MI 48367 16533 E. Campbell Gilbert, AZ 85234	Legal Services
White and Williams LLP	1800 One Liberty Pl. Philadelphia, PA 19103	Legal Services
WIEG, Inc.	10 E. Doty St., Ste. 800 Madison, WI 53703	Legal Services
Williams and Williams	40 Court St. Buffalo, NY 14202	Legal Services
Wilmer Cutler Pickering Hale and Dorr, LLP	2445 M St. Washington, DC 20037	Legal Services
Wimer Law Offices, P.C.	655 Allegheny Avenue Oakmont, PA	Legal Services
Wise, Carter, Child & Caraway	600 Heritage Bldg. 401 East Capitol St., Ste. 600 Jackson, MS 39201 P O Box 651 Jackson, MS 39205	Legal Services
Wood and Richmond	3300 Vickery Rd. N. Syracuse, NY 13212	Legal Services

<u>NAME OF PROFESSIONAL</u>	<u>ADDRESS OF PROFESSIONAL</u>	<u>DESCRIPTION OF SERVICES TO BE RENDERED</u>
Wood, Herron & Evans, L.L.P.	2700 Carew Twr. 441 Vine St. Cincinnati, OH 45202	Legal Services
Wooden & McLaughlin, LLP	1 Indiana Sq., Ste. 1800 Indianapolis, IN 46204-2019	Legal Services
Wright Lindsey & Jennings LLP	200 W. Capitol Ave., Ste. 2300 Little Rock, AR 72201	Legal Services
Young & Basile P.C.	3001 W. Big Beaver Rd., Ste. 624 Troy, MI 48084-3107	Legal Services
Yuasa & Hara	Section 206 New Ohtemachi Building 2-1 Ohtemachi 2-Chome Chiyoda-Ku Tokyo 100-0004 Japan CPO Box 714 Tokyo 100 8692 Japan	Legal Services*
Zeanah, Hust & Summerford	2300 University Blvd. 7th Fl., Am. S. Bldg. Tuscaloosa, AL 35401	Legal Services

Exhibit 2

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
:
In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
-----X

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF)
) ss:
COUNTY OF)

, being duly sworn, deposes and says:

1. I am a principal of _____ ("___") which firm maintains offices at _____.
2. Neither I, "___", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. "___", has represented and advised the Debtors in _____ with respect to a broad range of aspects of the Debtors' businesses.
4. The Debtors have requested, and "___" has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and "___" proposes, to render the following services to the Debtors: **[INSERT SERVICES]**
5. "___"'s current fees arrangement is _____.
6. Except as set forth herein, no promises have been received by "___" or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. "___" has no agreement with any entity to share with such entity any compensation received by "___".

8. "___" and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. "___" does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, "___", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which "___" is to be engaged.

10. The foregoing constitutes the statement of "___" pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

[INSERT NAME]

Subscribed and sworn before me
this ___ day of _____, 2005

Notary Public

Exhibit 3

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
:
In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
-----X

AFFIDAVIT OF NON-LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF)
) ss:
COUNTY OF)

, being duly sworn, deposes and says:

1. I am a principal of _____ ("___") which firm maintains offices at _____.
2. Neither I, "___", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. "___", has represented and advised the Debtors in _____ with respect to a broad range of aspects of the Debtors' businesses.
4. The Debtors have requested, and "___" has agreed, to continue to represent and advise the Debtors pursuant to section 327(a) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and "___" proposes, to render the following services to the Debtors: **[INSERT SERVICES]**
5. "___"'s current fees arrangement is _____.
6. Except as set forth herein, no promises have been received by "___" or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. "___" has no agreement with any entity to share with such entity any compensation received by "___".

8. "___" and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. "___" does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, "___", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which "___" is to be engaged.

10. In view of the foregoing, "___" is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code.

11. The foregoing constitutes the statement of "___" pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

[INSERT NAME]

Subscribed and sworn before me
this ___ day of _____, 2005

Notary Public

EXHIBIT G

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
:
In re :
: Chapter 11
DELPHI CORPORATION, et al., :
: Case No. 05-44481 (RDD)
Debtors. :
: (Jointly Administered)
:
-----X

AMENDED FINAL ORDER UNDER 11 U.S.C. §§ 362, 503, AND 546 AND FED. R.
BANKR. P. 9019 ESTABLISHING PROCEDURES FOR THE TREATMENT OF
RECLAMATION CLAIMS

("AMENDED FINAL RECLAMATION ORDER")

Upon the motion, dated October 8, 2005 (the "Motion"),¹ of Delphi Corporation ("Delphi") and certain of its domestic subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under sections 362, 503, and 546 of the Bankruptcy Code authorizing the Debtors to establish procedures for the resolution and payment of reclamation claims; and upon the Affidavit Of Robert J. Miller, Jr. In Support Of Chapter 11 Petitions And First Day Orders, sworn to October 8, 2005; and the Court having entered its Final Order on October 14, 2005 (Docket No. 230) (the "Prior Order"); and the Official Committee of Unsecured Creditors (the "Creditors' Committee") having timely filed an objection to the Final Order pursuant to paragraph 8 thereof on October 25, 2005 (Docket No. 636) (the "Objection"); and the Objection having been set for hearing on November 4, 2005; and the Debtors and the Creditors' Committee having resolved the

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Motion.

Objection through the entry of this Order; and upon the record of the hearing held on the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Prior Order is amended and superceded in its entirety as provided herein.
2. The Debtors be and hereby are authorized, pursuant to sections 362, 503, and 546 of the Bankruptcy Code, to resolve Reclamation Claims in accordance with the Reclamation Procedures set forth below, including paragraph 3 hereof:

(a) Reclamation Demands:

- (i) All Sellers seeking to reclaim Goods from the Debtors shall be required to submit a written demand (a "Reclamation Demand"):
 - (1) before 10 days after receipt of such Goods by the Debtors; or
 - (2) if such 10-day period expires after the Petition Date, before 20 days after receipt of such Goods by the Debtors.
- (ii) Such a Reclamation Demand must identify with specificity the goods for which reclamation is sought and the basis for the Reclamation Claim.
- (iii) Any Seller who fails to timely submit a Reclamation Demand pursuant to section 546 of the Bankruptcy Code shall be deemed to have waived its right to payment on any purported Reclamation Claim.

(b) The Statement Of Reclamation:

- (i) Within 90 days after the Petition Date or receipt of a timely Reclamation Demand, whichever is later, the Debtors shall provide the Seller with a copy of the Reclamation Order and a statement of reclamation (the "Statement Of Reclamation" or the "Statement").
- (ii) The Statement Of Reclamation shall set forth the extent and basis, if any, upon which the Debtors believe the underlying Reclamation Claim is not legally valid (the "Reconciled Reclamation Claim"). In addition, the Statement shall identify any defenses that the Debtors choose to reserve, notwithstanding any payment of the Reconciled Reclamation Claim (the "Reserved Defenses").
- (iii) Sellers who are in agreement with the Reconciled Reclamation Claim as contained in the Statement Of Reclamation may indicate such assent on the Statement Of Reclamation and return the Statement to the Debtors' representative as set forth in such Statement, with copies to Skadden, Arps, Slate, Meager & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John K. Lyons, Esq. and Allison Verderber Herriott, Esq.) within 60 days after the date of receipt of the Statement Of Reclamation (the "Reconciliation Deadline").
- (iv) Sellers who are in disagreement with the Reconciled Reclamation Claim as contained in the Statement Of Reclamation (the "Dissenting Sellers") must indicate such dissent on the Statement Of Reclamation and return the Statement by the Reconciliation Deadline as provided in subparagraph (c) above. A Statement Of Reclamation returned under this subparagraph must be accompanied by:
 - (1) a copy of the Reclamation Demand together with any evidence of the date such Reclamation Demand was sent and received;
 - (2) the identity of the Debtor that ordered the products and the identity of the Seller from whom the Goods were ordered;

- (3) any evidence demonstrating when the Goods were shipped and received;
 - (4) copies of the respective Debtor's and Seller's purchase orders, invoices, and proofs of delivery together with a description of the Goods shipped; and
 - (5) a statement identifying which information on the Debtors' Statement Of Reclamation is incorrect, specifying the correct information and stating any legal basis for the objection.
 - (v) The failure of a Dissenting Seller to materially comply with subparagraph (d) above shall constitute a waiver of such Dissenting Seller's right to object to the proposed treatment and allowed amount of such Reclamation Claim unless the Court orders otherwise.
 - (vi) Any Seller who fails to return the Statement Of Reclamation by the Reconciliation Deadline or who returns the Statement Of Reclamation by the Reconciliation Deadline but fails to indicate assent or dissent shall be deemed to have assented to the Reconciled Reclamation Claim.
- (c) Fixing The Amount Of The Reclamation Claim:
- (i) The Reclamation Claims of (i) all Sellers who return the Statement Of Reclamation by the Reconciliation Deadline and indicate their assent to the Reconciled Reclamation Claim as contained in the Statement Of Reclamation, (ii) all Sellers who fail to return the Statement Of Reclamation by the Reconciliation Deadline, and (iii) all Sellers who return the Statement Of Reclamation by the Reconciliation Deadline but who fail to indicate either assent or dissent shall be deemed an Allowed Reclamation Claim in the amount of the Reconciled Reclamation Claim.
 - (ii) The Debtors are authorized to negotiate with all Dissenting Sellers and to adjust the Reconciled Reclamation Claim either upward or downward to reach an agreement regarding the Dissenting Seller's Reclamation Claim. The Debtors are also authorized to include any Reserved Defenses as part of any such

agreement. In the event the Debtors and a Dissenting Seller are able to settle on the amount and/or treatment of the Dissenting Seller's Reclamation Claim, the Reclamation Claim shall be deemed an Allowed Reclamation Claim in the settled amount.

- (iii) In the event that no consensual resolution of the Dissenting Seller's Reclamation Demand is reached within 60 days of the Reconciliation Deadline (or such later date as the parties agree), the Debtors shall file a motion for determination of the Dissenting Seller's Reclamation Claim and set such motion for hearing at the next regularly-scheduled omnibus hearing occurring more than 20 days after the filing of the motion for determination, unless another hearing date is agreed to by the parties or ordered by the Court (the "Determination Hearing"). The Dissenting Seller's Reclamation Claim, if any, shall be deemed an Allowed Reclamation Claim as fixed by the Court in the Determination Hearing or as agreed to by the Debtors and the Dissenting Seller prior to a determination by the Court in the Determination Hearing.

(d) Treatment Of Allowed Reclamation Claims:

- (i) The Debtors may at any point in these Reclamation Procedures satisfy in full any Reclamation Claim or Allowed Reclamation Claim by making the Goods at issue available for pick-up by the Seller or Dissenting Seller.
- (ii) All Allowed Reclamation Claims for which the Debtors choose not to make the Goods available for pick-up shall, subject to the review procedures with the Creditors' Committee set forth below, be paid in full as an administrative expense at any time during these chapter 11 cases in the sole discretion of the Debtors or pursuant to a confirmed plan of reorganization, in either case only if and to the extent that such allowed reclamation claims constitute administrative expenses under applicable law.

3. Notwithstanding anything in this Order to the contrary, prior to the Debtors' return of any goods in respect of any Reclamation Claim or the Debtors' acceptance or agreement

to the allowance of or the payment of any Reclamation Claim, the Debtors shall as promptly as reasonably practicable provide the professionals to the Creditors' Committee with a "Reclamation Report," the first version of which shall cover at least 75% of the face value of all Reclamation Claims asserted against the Debtors and later versions of which shall also cover such additional Reclamation Claims as is reasonably practicable. Each Reclamation Report shall include (a) a list of each reclamation vendor asserting a Reclamation Claim, (b) a summary of the assertions of each reclamation vendor and the amount of each Reclamation Claim, (c) the Debtors' legal analysis of, and position with respect to, any legal issues that relate to the validity and allowability of all or any material portion of the Reclamation Claims, (d) the Debtors' legal analysis of, and position with respect to, any legal issues that relate specifically to one or more Reclamation Claims and (e) the actions (including allowance or payment of a Reclamation Claim and any return of goods subject to a Reclamation Claim) that the Debtors propose to take with respect to each Reclamation Claim. The Creditors' Committee may file a written objection to all or any portion of a Reclamation Report (an "Objection") within ten business days after the Creditors' Committee's receipt of such Reclamation Report (or such later time as the Debtors and the Creditors' Committee shall agree in writing). Objections shall be set for hearing for the next applicable monthly omnibus hearing and noticed by the Creditors' Committee, both in accordance with the Case Management Order. If the Creditors' Committee does not timely object to a particular Reclamation Report as provided in this paragraph, the Debtors shall be entitled to take the actions set forth in such Reclamation Report. If the Creditors' Committee files an Objection, the Debtors shall not take any action with respect to the Reclamation Claims covered by the Objection to such Reclamation Report except in accordance with an order of the

Court and shall be entitled to take the action set forth in such Reclamation Report with respect to the Reclamation Claims not covered by the Objection.

4. All adversary proceedings, except those proceedings brought by the Debtors in accordance with these procedures (the "Reclamation Procedures"), in these cases relating to Reclamation Claims, whether currently pending or initiated in the future, shall be, and hereby are, stayed, and the claims asserted therein shall be subject to the Reclamation Procedures set forth herein.

5. In accordance with the foregoing and pursuant to section 503(b) of the Bankruptcy Code, vendors shall have administrative expense priority status for those undisputed obligations arising from shipments of goods received and accepted by the Debtors on or after the Petition Date.

6. To the extent necessary or appropriate, the Debtors shall seek Court approval of any settlements and compromises with trade vendors with respect to payments of reclamation claims.

7. Nothing in this Order shall constitute a waiver of any of the Debtors' claims against any vendor, including claims relating to preferential or fraudulent transfers and other potential claims, counterclaims, or offsets. The Debtors expressly reserve their rights to pursue such claims.

8. Nothing herein shall constitute a waiver by the agent under the Debtors' prepetition credit facility of its right to contest the allowance of any reclamation claim.

9. The entry of this Order is final.

10. Nothing herein shall preclude the holder of an Allowed Reclamation Claim from seeking payment of such claim in a manner other than that set forth in this Order.

11. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

12. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: November 4, 2005
New York, New York

/s/ Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT H

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
	:
In re	:
	:
DELPHI CORPORATION, <u>et al.</u> ,	:
	:
Debtors.	:
	:
-----X	

Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

FINAL ORDER UNDER 11 U.S.C. §§ 327(a) AND 329
AND FED. R. BANKR. P. 2014 AND 2016 AUTHORIZING EMPLOYMENT
AND RETENTION OF SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
AND AFFILIATES AS ATTORNEYS TO DEBTORS

("SKADDEN RETENTION FINAL ORDER")

Upon the application, dated October 8, 2005 (the "Application"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for a final order (the "Final Order") under 11 U.S.C. §§ 327(a) and 329 and Fed. R. Bankr. P. 2014 and 2016, authorizing each of the Debtors to employ and retain the law firm of Skadden, Arps, Slate, Meagher & Flom LLP and Affiliates ("Skadden") under a general retainer as their attorneys; and upon the Affidavit Of Robert S. Miller, Jr. In Support Of Chapter 11 Petitions and First Day Orders, sworn to October 8, 2005, and the Declaration of John Wm. Butler, Jr., a member of the Firm, dated October 8, 2005, in support of the Application (the "Butler Declaration"); and this Court being satisfied with

the representations made in the Application and the Butler Declaration that such attorneys represent no interest adverse to any of the Debtors' estates, that they are disinterested persons as that term is defined under section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and that their employment is necessary and would be in the best interests of each of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED on a final basis.
2. Subject to the terms of this Final Order, the Debtors' employment of Skadden as their attorneys, effective as of the Application date, to perform the services set forth in the Application and in the engagement letter attached to the Butler Declaration as Exhibit A, is approved under sections 327(a) and 329 of the Bankruptcy Code, and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").
3. Skadden shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules, Local Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), and United States Trustee Guidelines as may then be

applicable, from time to time, and such procedures as may be fixed by order of this Court.

4. Any party-in-interest shall have the right to raise the issue of the application of Skadden's prepetition retainer to postpetition fees and expenses incurred at any time.

5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Final Order.

6. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: November 4, 2005
New York, New York

/s/ Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT I

Hearing Date: November 29, 2005, 10:00 a.m.
Objection Deadline: November 22, 2005, 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05- 44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF MOTION FOR ORDER UNDER
§§ 105 AND 363 AUTHORIZING DEBTORS TO
IMPLEMENT A KEY EMPLOYEE COMPENSATION PROGRAM

PLEASE TAKE NOTICE that on October 8, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases, filed the Motion For Order Under §§ 105 And 363 Authorizing The Debtors To Implement A Key Employee Compensation Program (the "Motion").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Motion on a final basis will be held on November 29, 2005, at 10:00 a.m. (Prevailing Eastern Time) ("the Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to approval of the Motion on a final basis (a) must be in writing, (b) must conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, (c) must be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) must be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, and (e) and must be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100,

Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) special counsel to the Debtors, Shearman & Sterling LLP, 599 Lexington Avenue, New York, New York 10022 (Att'n: Douglas P. Bartner), (iv) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Marissa Wesley), (v) counsel for the agent under the Debtors' proposed postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican), (vi) counsel to any official committee formed in these cases, and (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time)** on **November 22, 2005** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made in writing and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter a final order granting the Motion **without further notice**.

Dated: New York, New York
October 13, 2005

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: s/ John Wm. Butler, Jr.
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
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Four Times Square
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Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Debtors.	:	
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MOTION FOR ORDER UNDER §§ 105 AND 363 AUTHORIZING THE DEBTORS
TO IMPLEMENT A KEY EMPLOYEE COMPENSATION PROGRAM

("KECP MOTION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"),¹ debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this motion (the "Motion") for an order under 11 U.S.C. §§ 105(a) and 363(b)(1) authorizing the Debtors to implement a key employee compensation program. In support of this Motion, the Debtors submit the Affidavit Of Robert S. Miller, Jr. In Support Of Chapter 11 Petitions And First Day Orders, sworn to October 8, 2005. In further support of this Motion, the Debtors respectfully represent as follows:

Background

A. The Chapter 11 Filings

1. On October 8, 2005 (the "Petition Date"), each of the Debtors filed a voluntary petition in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors have moved this Court for an order authorizing joint administration of these chapter 11 cases.

2. No trustee, examiner, or creditors' committee has been appointed in the Debtors' cases.

¹ In addition to Delphi, the following entities are debtors in these related cases: ASEC Manufacturing General Partnership, ASEC Sales General Partnership, Aspire, Inc., Delco Electronics Overseas Corporation, Delphi Automotive Systems (Holding), Inc., Delphi Automotive Systems Global (Holding), Inc., Delphi Automotive Systems Human Resources LLC, Delphi Automotive Systems International, Inc., Delphi Automotive Systems Korea, Inc., Delphi Automotive Systems LLC, Delphi Automotive Systems Overseas Corporation, Delphi Automotive Systems Risk Management Corp., Delphi Automotive Systems Services LLC, Delphi Automotive Systems Tennessee, Inc., Delphi Automotive Systems Thailand, Inc., Delphi China LLC, Delphi Connection Systems, Delphi Diesel Systems Corp., Delphi Electronics (Holding) LLC, Delphi Foreign Sales Corporation, Delphi Integrated Service Solutions, Inc., Delphi International Holdings Corp., Delphi International Services, Inc., Delphi Liquidation Holding Company, Delphi LLC, Delphi Mechatronic Systems, Inc., Delphi Medical Systems Colorado Corporation, Delphi Medical Systems Corporation, Delphi Medical Systems Texas Corporation, Delphi NY Holdings Corporation, Delphi Services Holding Corporation, Delphi Technologies, Inc., DREAL, Inc., Environmental Catalysts, LLC, Exhaust Systems Corporation, Packard Hughes Interconnect Company, Specialty Electronics, Inc., and Specialty Electronics International Ltd.

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicate for the relief requested herein is sections 105(a) and 363(b)(1) of the Bankruptcy Code.

B. Current Business Operations Of The Debtors

5. With more than 180,000 employees worldwide, global 2004 revenues of approximately \$28.6 billion and global assets as of August 31, 2005 of approximately \$17.1 billion,² Delphi ranks as the fifth largest public company business reorganization in terms of revenues, and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors, will continue their business operations without supervision from the Bankruptcy Court, and will not be subject to the chapter 11 requirements of the U.S. Bankruptcy Code.

6. Over the past century, the operations which are now owned by Delphi have become a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines. Today, the Company is arguably the single largest global supplier of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company's technologies and products are present in more than 75 million vehicles on the road worldwide. The Company supplies products to nearly every major global automotive original equipment manufacturer with 2004 sales to its former parent, General Motors Corporation, equaling approximately \$15.4 billion and sales to each of

² The aggregated financial data used in this Motion generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates.

Ford Motor Company, DaimlerChrysler Corporation, Renault/Nissan Motor Company, Ltd., and Volkswagen Group exceeding \$850 million.

7. As part of its growth strategy, Delphi has established an expansive global presence with a network of manufacturing sites, technical centers, sales offices, and joint ventures located in every major region of the world. In the U.S., the Debtors employ approximately 50,600 people. Those employees work in approximately 44 manufacturing sites and 13 technical centers across the country, and in Delphi's worldwide headquarters and customer center located in Troy, Michigan. Approximately 34,750 of these individuals are hourly employees, 96% of whom are represented by approximately 49 different international and local unions. Outside the United States, the Company's foreign entities employ more than 134,000 people, supporting 120 manufacturing sites and 20 technical centers across nearly 40 countries worldwide.

8. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of GM. Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to Delphi and its subsidiaries and affiliates in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

9. Due to the significant planning that goes into each vehicle model, Delphi's efforts to generate new business do not immediately affect its financial results, because supplier selection in the auto industry is generally finalized several years prior to the start of production of

the vehicle. When awarding new business, which is the foundation for the Company's forward revenue base, customers are increasingly concerned with the financial stability of their supply base. The Debtors believe that they will maximize stakeholder value and the Company's future prospects if they stabilize their businesses and continue to diversify their customer base. The Debtors also believe that this must be accomplished in advance of the expiration of certain benefit guarantees between GM and certain of Delphi's unions representing most of its U.S. hourly employees which coincides with the expiration of the Company's U.S. collective bargaining agreements in the fall of 2007.

C. Events Leading To The Chapter 11 Filing

10. In the first two years following Delphi's separation from GM, the Company generated more than \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net operating loss of \$482 million on \$28.6 billion in net sales. Reflective of a downturn in the marketplace, Delphi's financial condition has deteriorated further in the first six months of 2005. The Company experienced net operating losses of \$608 million for the first six months of calendar year 2005 on six-month net sales of \$13.9 billion, which is approximately \$1 billion less in sales than during the same time period in calendar year 2004.³

11. The Debtors believe that three significant issues have largely contributed to the deterioration of the Company's financial performance: (a) increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-strategic, non-profitable operations, all of which have the effect of creating largely fixed labor costs, (b) a competitive U.S.

³ Reported net losses in calendar year 2004 were \$4.8 billion, reflecting a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004.

vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (c) increasing commodity prices.

12. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues and forward looking revenue requirements. Having concluded that pre-filing discussions with its Unions and GM were not leading to the implementation of a plan sufficient to address the Debtors' issues on a timely basis, the Company determined to commence these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value.

13. Through the reorganization process, the Debtors intend to achieve competitiveness for Delphi's core U.S. operations by modifying or eliminating non-competitive legacy liabilities and burdensome restrictions under current labor agreements and realigning Delphi's global product portfolio and manufacturing footprint to preserve the Company's core businesses. This will require negotiation with key stakeholders over their respective contributions to the restructuring plan or, absent consensual participation, the utilization of the chapter 11 process to achieve the necessary cost savings and operational effectiveness envisioned in the Company's transformation plan. The Debtors believe that a substantial segment of Delphi's U.S. business operations must be divested, consolidated, or wound-down through the chapter 11 process.

14. Upon the conclusion of this process, the Debtors expect to emerge from chapter 11 as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all

of its resources to continue to deliver value and high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Relief Requested

15. By this Motion, the Debtors seek authority, under sections 105(a) and 363(b)(1) of the Bankruptcy Code, to implement a key employee compensation program (the "Key Employee Compensation Program"), as described herein, and as more fully set forth in Exhibit 1 to the Order. The purpose of the Key Employee Compensation Program is to retain and incentivize Covered Employees (as defined below) during the Debtors' restructuring period.

Basis For Relief

A. Importance Of Covered Employees

16. As a result of the Debtors' historical financial performance, many of the company's incentive based compensation programs failed to provide salaried and executive workforce with total compensation that is competitive with the industry norm. As the Debtors implement their transformation plan, it is imperative that the Debtors' key personnel are appropriately incentivized to maximize the financial performance of the Debtors' operations. The alignment of an incentive program that tracks the Debtors' goals is crucial to the Debtors' ability to navigate through this process and to emerge successfully from chapter 11.

17. Moreover, because the Debtors' current salaried and executive total compensation programs are not competitive in the automotive industry, over the last several months following the arrival of Robert S. "Steve" Miller, Jr. as Chairman and Chief Executive Officer, senior management, in consultation with the board of directors of Delphi, decided to realign its executive compensation program to properly incentivize the Company's personnel who

are needed to implement the Company's transformation plan and maximize value for all stakeholders.⁴ This point has been particularly lucid as more than 25 executives have left the Company's employ since January 1, 2005.

18. Further exacerbating the Company's risk of attrition, the commencement of a bankruptcy case heightens employee concerns regarding possible job loss, and often increases employee responsibilities, creates longer hours, and imposes other burdens as a result of an employer's status as a debtor-in-possession. Thus, at a time when the Debtors most need the continued efforts and loyalty of Covered Employees, the Debtors must take proactive steps to ensure that mechanics are in place to allow their employees to remain loyal, despite potential opportunities with competitors or other employers who may be perceived as providing more stable employment opportunities. In order to address these concerns, the Debtors designed a special incentive compensation program that aligns the interests of both program participants and the Debtors' stakeholders (the "Key Employee Compensation Program"), which program has been benchmarked against competitive practices in the industry.

B. Development Of The Key Employee Compensation Program

19. The Debtors, with input from certain financial advisors, compensation experts and legal advisors, including Watson Wyatt Worldwide ("Watson") and the Debtors' counsel, Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden"), have evaluated their existing compensation structure and incentive plans and obtained input from their board and senior executives to identify Covered Employees and consider the appropriate incentive levels.

⁴ It should be noted that Mr. Miller has "opted out" of the KECP, continues as an employee "at will" without an employment agreement or severance plan, and is not entitled to any material compensation beyond base salary except as determined by the Board of Directors in connection with Mr. Miller's completion of his period of service as Chief Executive Officer.

20. The Key Employee Compensation Program does not include a retention or stay component which differentiates it from other incentive programs and the issues raised in the Bankruptcy Abuse Prevention and Consumer Protection Act of 2005 ("BAPCA"). The primary reason for the elimination of a retention component and the inclusion of a fully developed exit plan is to focus the Debtors' approximately 486 executives (the "Covered Employees") on achieving certain benchmarks and encourage them to complete an efficient and successful reorganization.

21. In developing the Key Employee Compensation Program, the Debtors considered specific incentive programs implemented by other companies in chapter 11, including, but not limited to, Federal Mogul and Hayes-Lemmerz, other automotive industry suppliers. Reviewing these and similar programs was helpful in developing a basis from which the Debtors could develop a plan suitable to their needs. Based on their analysis of the various programs, the Debtors, with the assistance of Watson and Skadden, undertook the development of the Key Employee Compensation Program.

22. The Debtors determined that they required a program that would not only incentivize Covered Employees to remain in the Debtors' employ during the chapter 11 cases, but which would also align their interests with the Debtors' stakeholders to encourage maximum effort and performance during the cases. To achieve these goals, the Debtors created an overall incentive program that the Debtors believe incorporate the most effective components of the employee plans the Debtors reviewed. Thereafter, the Debtors calculated the appropriate levels of compensation that would achieve the Debtors' goal of motivating Covered Employees at competitive rates while also being mindful of the duty to manage these estates in a fiscally responsible manner and maximize stakeholder recoveries.

23. The Debtors began to develop the Key Employee Compensation Program over the past several months, and the Debtors worked directly with the Compensation Committee of the board of directors (the "Compensation Committee") and the Company's advisors to refine and finalize the Key Employee Compensation Program. Specifically, the Debtors have crafted the Key Employee Compensation Program to ensure that the appropriate employees were included and were assigned levels of compensation designed to achieve the Debtors' desired goals. Based on this analysis, the Debtors believe that (a) the Key Employee Compensation Program is reasonable and competitive against other plans approved in similar chapter 11 cases, (b) the value of the Key Employee Compensation Program to the eligible employees and the cost to the Debtors is consistent with other plans implemented by other chapter 11 companies of comparable size, and (c) the Key Employee Compensation Program strikes an appropriate balance between the employees' and the Debtors' concerns.

C. Summary Of The Key Employee Compensation Program⁵

Covered Employees

24. The proposed Key Employee Compensation Program covers the Debtors' executives. In contrast to the plans of many other chapter 11 debtors, the Debtors' Key Employee Compensation Program does not cover the Debtors' chief executive officer, as Mr. Miller opted not to participate in this program and to be compensated at the discretion of the Compensation Committee, subject to approval of the full Board of Directors, as they deem appropriate at the end of his period of service as Chief Executive Officer based upon the merit of his performance.

25. The proposed Key Employee Compensation Program is described in Exhibit 1 attached to the Order. As can be seen in Exhibit 1, the Key Employee Compensation

⁵ The description of the Key Employee Compensation Program is intended as a summary only. The actual terms of the Key Employee Compensation Program set forth in Exhibit 1 to the order shall control.